



Norfolk Southern Corporation
Law Department
8 North Jefferson Street
Roanoke, Virginia 24042-0041
703 981-5119

9396-A

Kathleen Fenton Jessee
Solicitor

NOV 27 1987 - 11 42 AM

INTERSTATE COMMERCE COMMISSION
November 25, 1987

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Attention: Mail Room
Room No.: 1324
12th and Constitution Ave., N.W.
Washington, D.C. 20423

7 331A050
NOV 27 1987
10:00
ICC Washington, D.C.

Supplemental Agreement

Dear Ms. McGee:

In accordance with 49 U.S.C. § 11303 and the Commission's rules, I submit herewith for recording with the Commission, three original counterparts, properly executed and acknowledged, of the document described below.

The document is a Supplemental Agreement, a secondary document, dated as of November 15, 1987. The primary document to which this is connected is an Equipment Trust Agreement dated as of May 1, 1978, and recorded under Recordation No. 9396.

The names and addresses of the parties to the secondary document are as follows:

TRUSTEE/ LESSEE:	First Pennsylvania Bank, N.A. 30 South 30th Street Philadelphia, PA 19101
GUARANTOR/ LESSEE:	Norfolk and Western Railway Company 8 North Jefferson Street Roanoke, VA 24042

The equipment covered by the enclosed document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>Identifying Marks and Road Numbers (both inclusive)</u>
1	3,000 Cubic Foot, 100-Ton Covered Hopper	NW 182500

ICC OFFICE OF
THE SECRETARY
NOV 27 11 37 AM '87
MOTOR OPERATING UNIT

Ms. Noreta R. McGee

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November 25, 1987

A fee of \$10.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation number to K. F. Jessee, Solicitor, Norfolk Southern Corporation, Roanoke, VA 24042.

A short summary of the document to appear in the index follows:

Supplemental Agreement dated as of November 15, 1987 to add one (1) 3,000 Cubic Foot, 100-Ton Covered Hopper (numbered NW 182500) to equipment covered by Equipment Trust Agreement with Recordation No. 9396, dated May 1, 1978.

Very truly yours,

Kathleen Fenton Jessee

Kathleen Fenton Jessee

KFJ/mp

NOV 27 11 37 AM '87
MOTOR OPERATING UNIT
OFFICE OF
THE SECRETARY

REGISTRATION NO.

9396-A

NOV 27 1987 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST

SERIES NO. 7

SUPPLEMENTAL AGREEMENT

Dated as of November 15, 1987

Supplementing

EQUIPMENT TRUST AGREEMENT

Dated as of May 1, 1978

Between

NORFOLK AND WESTERN RAILWAY COMPANY

And

FIRST PENNSYLVANIA BANK N.A., as Trustee

SUPPLEMENTAL AGREEMENT NOV 27 1987 -11 49 AM

INTERSTATE COMMERCE COMMISSION

AGREEMENT, dated as of November 15, 1987 between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company"), and FIRST PENNSYLVANIA BANK N.A., a corporation existing under the laws of the United States, as Trustee (the "Trustee").

R E C I T A L S

"Norfolk and Western Railway Equipment Trust, Series No. 7 (the "Trust"), was created by an Equipment Trust Agreement dated as of May 1, 1978 (the "Trust Agreement"), between the Trustee and the Company, which provided that the railroad equipment described in the Trust Agreement (the "Trust Equipment") was to be acquired by the Trustee and leased to the Company.

Section 4.09 of the Trust Agreement provides that any Replacement Funds, as defined therein, may be applied to the purchase of additional units of Equipment, as defined therein, in an amount not exceeding the then fair value of such Equipment. The Company has deposited Replacement Funds with the Trustee and desires to apply such funds to the purchase of additional Equipment and subject such Equipment to the Trust Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the Company and the Trustee hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended to include therein the following additional unit of Trust Equipment:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>	
		<u>Unit</u>	<u>Total</u>
1	100-ton, 3000 cu. ft. Small-cubed Covered Hopper Car, numbered 182500, Bethlehem Steel Corp. (Freight Car Division), builder	\$32,442	\$32,442

2. The Company shall cause this Supplemental Agreement to be recorded promptly with the Interstate Commerce

Commission in the same manner as the Trust Agreement was recorded.

3. This Supplemental Agreement, which is dated for convenience as of November 15, 1987, may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute a single instrument.

4. The Trust Equipment hereinbefore described shall be subject to all of the terms and conditions set forth in the Trust Agreement as fully as if said terms and conditions were set forth in this Supplemental Agreement, and the Trust Agreement shall be deemed to be supplemented so as to include the Trust Equipment hereinbefore described from and after the date hereof. Except as modified by this Supplemental Agreement, all terms, covenants and provisions of the Trust Agreement shall continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be signed and acknowledged by their proper officers and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

Attest:

Donald W. Edwards
Secretary

NORFOLK AND WESTERN RAILWAY COMPANY

By

John P. [Signature]
Vice President

FIRST PENNSYLVANIA BANK N.A.,
as Trustee

Attest:

Chas. A. Bouchon
Asst Secretary

By

George J. Dayzis
~~Vice President~~
AUTHORIZED OFFICER.

COMMONWEALTH OF VIRGINIA)
) ss:
CITY OF NORFOLK)

On this 23rd day of November, 1987 before me personally appeared John R. Turbyfill, to me personally known, who being by me duly sworn, says that he is Vice President of Norfolk and Western Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

David S. Whitson
Notary Public

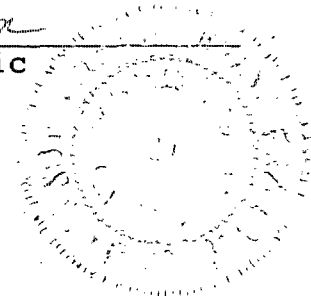
My Commission Expires: July 16, 1990

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF PHILADELPHIA)

On this 24th day of November, 1987, before me personally appeared GEORGE J. RAYEIS, to me personally known, who, being by me duly sworn, says that he is an authorized officer of First Pennsylvania Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

Frances B. Jackson
Notary Public

FRANCES B. JACKSON, NOTARY PUBLIC
PHILADELPHIA, PHILADELPHIA COUNTY
MY COMMISSION EXPIRES OCT. 9, 1990
Member, Pennsylvania Association of Notaries



Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

K. F. Jessee
Solicitor, Norfolk Southern Corp.
Roanoke, VA 24042

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/27/87 at 11:40PM, and assigned recordation number(s). 9396-A

Sincerely yours,

Norata L. McGee
Secretary

Enclosure(s)

SE-30
(7/79)